

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

JONATHAN RANSOM,
Derivatively on Behalf of Nominal Defendant
WW INTERNATIONAL, INC.,

Plaintiff,

vs.

MINDY GROSSMAN, RAYMOND DEBBANE,
STEVEN M. ALTSCHULER, JONAS M.
FAJGENBAUM, DENIS F. KELLY, JULIE
RICE, THILO SEMMELBAUER,
CHRISTOPHER J. SOBECKI, OPRAH
WINFREY, PHILLIPPE J. AMOUYAL,
CYNTHIA ELKINS, SACHA LAINOVIC, and
NICHOLAS P. HOTCHKIN,

Defendants,

and

WW INTERNATIONAL, INC.,

Nominal Defendant.

No. 1:19-cv-09878-WHP

**STIPULATION AND ~~PROPOSED~~ ORDER
STAYING PROCEEDINGS**

WHEREAS, on October 25, 2019, Plaintiff Jonathan Ransom (“Plaintiff”) brought this action (the “Derivative Action”) and filed a Complaint (the “Complaint”) in this Court derivatively on behalf of WW International, Inc. (the “Company”) against Mindy Grossman, Raymond Debbane; Steven M. Altschuler, Jonas M. Fajgenbaum, Denis F. Kelly, Julie Rice, Thilo Semmelbauer, Christopher J. Sobecki, Oprah Winfrey, Phillippe J. Amouyal, Cynthia Elkins, Sacha Lainovic, and Nicholas P. Hotchkin (collectively, “Defendants”);

WHEREAS, the parties have agreed that a stay of the Derivative Action should not be construed as an admission of any kind by Plaintiff or Defendants in the Derivative Action with respect to any allegation, fact, liability or fault;

WHEREAS, a putative securities class action against the Company and certain of the other Defendants, styled *In re Weight Watchers International, Inc. Securities Litigation*, No. 1:19-cv-02005-WHP, was dismissed by the Honorable William H. Pauley III in the Southern District of New York on November 30, 2020;

WHEREAS, the parties previously agreed to a stay until January 28, 2021;

WHEREAS, the parties continue to actively confer on next steps in the Derivative Action;

WHEREAS, the parties seek until February 11, 2021 to provide a report proposing a schedule for the Derivative Action;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between the parties, subject to the approval of the Court, as follows:

1. The Derivative Action, including motion practice, discovery and all other proceedings, shall be stayed until February 11, 2021. In accordance with the stay, Defendants need not respond to the Complaint; all applicable deadlines shall be postponed; and neither Plaintiff nor Defendants shall later argue that the stay has prejudiced their position in the Derivative Action.

2. On February 11, 2021 the parties will jointly file a report proposing a schedule for the Derivative Action.

3. This Stipulation may be executed in separate counterparts, and counterparts may be executed in facsimile form, each of which shall be deemed an original.

Dated: New York, New York
January 28, 2021

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Attorneys for Defendants WW International, Inc., Mindy Grossman, Raymond Debbane, Steven M Altschuler, Jonas M Fajgenbaum, Denis F. Kelly, Julie Rice, Thilo Semmelbauer, Christopher J. Sobecki, Oprah Winfrey, Phillippe J. Amouyal, Cynthia Elkins, Sacha Lainovic, and Nicholas P. Hotchkin

IT IS SO ORDERED this 29 day of January 2021,

SO ORDERED:


WILLIAM H. PAULEY III
U.S.D.J.